

COPY

The shares represented by this certificate have not been registered under the Securities Act of 1933, as amended, or any applicable state securities laws, and may not be transferred, sold or assigned unless so registered or unless an exemption from such registration is available.

Certificate Number 00004

250 Shares

INCORPORATED UNDER THE LAWS OF WASHINGTON

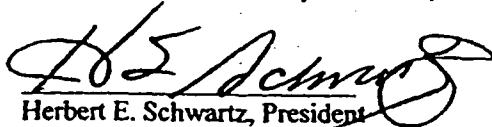
**NATIONAL HEALTHCARE SERVICES, INC.**

This certifies that Michael Callahan owns 250 shares of \$1.00 par value common stock of National Healthcare Services, Inc., transferable only on the books of the corporation by the holder of this certificate in person, or by authorized agent, upon surrender of this certificate, properly endorsed.

The pledge, hypothecation, transfer or disposition of this certificate and the shares represented by it are restricted by the Corporate Bylaws dated and adopted September 1, 1999.

The shares represented by this certificate are designated non-voting shares. The voting rights for these shares are to be retained and voted by Neal A. Forman; as agreed by the shareholder, and approved by unanimous vote of all outstanding shareholders at a Special Meeting of Shareholders dated August 22, 2001.

In witness of the above, the corporation has caused this certificate to be signed by its authorized officers on September 01, 2001.

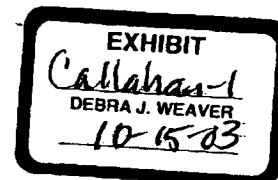
  
Herbert E. Schwartz, President

  
Ronald H. Furman, Secretary

**Transfer Section**

For value received, I, Michael Callahan transfer to \_\_\_\_\_ the shares represented by this certificate, and instruct the corporate Secretary to record this transfer on the books of the corporation. Transfer restrictions, if any, are shown above.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.



NHCS00742